

RECORDATION NO.

19096-A

DEC 16 1994 - 11 25 AM

0100459061

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF
MEMORANDUM OF LEASE AGREEMENT

dated as of December 14, 1994

between

GENERAL ELECTRIC CAPITAL CORPORATION,
FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS,
as Assignor

and

THE FIRST NATIONAL BANK OF MARYLAND,
as Assignee

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303
ON DECEMBER 16, 1994 AT 11:30 A.M.,
RECORDATION NUMBER 0100459061.

ASSIGNMENT OF
MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 14, 1994, by and between GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS ("Assignor"), and THE FIRST NATIONAL BANK OF MARYLAND ("Assignee"), with reference to the following:

1. Assignor has agreed to purchase from and lease to BETHLEHEM STEEL CORPORATION ("Lessee"), and Lessee has agreed to sell to and lease from Assignor, up to two hundred ten (210) railroad cars described in Railroad Equipment Schedule No. 01 dated as of December 14, 1994 (the "Schedule") executed and delivered by Assignor and Lessee pursuant to and incorporating by reference that certain Master Lease Agreement dated as of December 14, 1994, between Assignor and Lessee (such Schedule incorporating by reference the Master Lease Agreement being referred to as the "Lease").
2. The Lease shall be effective as of the date of the Lease Commencement Date (as defined in the Lease) and shall be subject to the term of the Lease, as defined therein.
3. Assignor and Lessee have heretofore executed that certain Memorandum of Lease Agreement dated as of December 14, 1994 (the "Memorandum of Lease"), with respect to the Lease, which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on December 16th, 1994, at 11:36 A.M., Recordation Number 0100459060.
4. Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease, and Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND

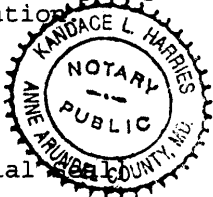
By: Richard M. Folio
Name: Richard M. Folio
Title: Asst. Vice President

GENERAL ELECTRIC CAPITAL CORPORATION,
FOR ITSELF AND AS AGENT FOR CERTAIN
PARTICIPANTS

By: *Daniel M. Cochran*
Name: *Daniel M. Cochran*
Title: *Transaction Syndication Manager*

STATE OF MARYLAND)
COUNTY OF Anne Arundel) ss:

On this 15th day of December, 1994, before me personally appeared Richard M. Folio, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a Asst. Vice President of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on December 15, 1994, on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



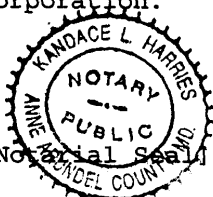
Kandace L. Harries
Notary Public

[Notarial Seal]

My commission expires: 1/01/97

STATE OF MARYLAND)
COUNTY OF Anne Arundel) ss:

On this 15th day of December, 1994, before me personally appeared Daniel M. Cochran, to me personally known, who, being by me duly sworn, says that he/~~she~~ is the Transaction Syndication Manager of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on December 15, 1994, on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Kandace L. Harries
Notary Public

[Notarial Seal]

My commission expires: 1/01/97